

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "MOTOROLA, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE THIRTEENTH DAY OF MAY, A.D. 1987, AT 10:01 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE FOURTH DAY OF MAY, A.D. 1990, AT 10 O'CLOCK A.M.

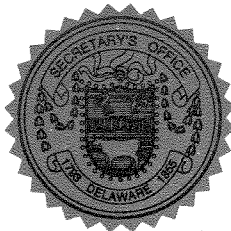
CERTIFICATE OF AMENDMENT, FILED THE TENTH DAY OF MAY, A.D. 1993, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTH DAY OF MAY, A.D. 1994, AT 1 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIRST DAY OF MAY, A.D. 1996, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1998, AT 9:01 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0789650 8100X

AUTHENTICATION: 2570956

030516572

DATE: 08-07-03

# Delaware

PAGE 2

*The First State*

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1998, AT 9:02 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1998, AT 9:03 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1998, AT 9:04 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE FIFTH DAY OF NOVEMBER, A.D. 1998, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRD DAY OF MAY, A.D. 2000, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0789650 8100X

AUTHENTICATION: 2570956

030516572

DATE: 08-07-03

737133042

RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MOTOROLA, INC.

FILED

13 1987  
MAY 13 1987

10:10 AM  
*[Signature]*

\* \* \* \* \*

Pursuant to the provisions of Section 245 of the General Corporation Law of the State of Delaware, the Board of Directors of Motorola, Inc. (originally incorporated as Motorola Delaware, Inc. by a Certificate of Incorporation filed March 9, 1973) has duly adopted this Restated Certificate of Incorporation. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the corporation's Certificate of Incorporation as heretofore amended or supplemented and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation

\* \* \* \* \*

ARTICLE 1

The name of the corporation is  
MOTOROLA, INC.

ARTICLE 2

The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE 3

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 4

The number of shares which the corporation shall have authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

<u>Class</u>	<u>Series (If any)</u>	<u>Number of Shares</u>	<u>Par Value Per Share or State- ment that Shares Are Without Par Value</u>
Preferred	To be issued in series	500,000	\$100
Common	None	300,000,000	\$3

The powers, preferences and rights, and the qualifications, limitations or restrictions thereof relating to the Preferred Stock and the Common Stock are:

The Preferred Stock:

- (1) The Preferred Stock may be issued from time to time in one or more series and with such designation for each such series as shall be stated and expressed in the resolution or resolutions providing for the issue of each such series adopted by the Board of Directors. The Board of Directors in any such resolution or resolutions is expressly authorized to state and express for each such series:
  - (i) The voting powers, if any, of the holders of stock of such series;
  - (ii) The rate per annum and the times at and conditions upon which the holders of stock of such series shall be entitled to receive dividends, and whether such dividends shall be cumulative or noncumulative and if cumulative the terms upon which such dividends shall be cumulative;
  - (iii) The price or prices and the time or times at and the manner in which the stock of such series shall be redeemable;

- (iv) The right to which the holders of the shares of stock of such series shall be entitled upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation;
  - (v) The terms, if any, upon which shares of stock of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes or of any other series of the same or any other class or classes, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; and
  - (vi) Any other designations, preferences, and relative, participating, optional or other special rights, and qualification, limitations or restrictions thereof so far as they are not inconsistent with the provisions of the Certificate of Incorporation, as amended, and to the full extent now or hereafter permitted by the laws of Delaware.
- (2) All shares of the Preferred Stock of any one series shall be identical to each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon, if cumulative, shall be cumulative.

The Common Stock:

- (1) The Common Stock may be issued by the corporation from time to time for such consideration and upon such terms as may be fixed from time to time by the Board of Directors and as may be permitted by law, without action by any stockholders.
- (2) The holders of Common Stock shall be entitled to dividends only if, when and as the same shall be declared by the Board of Directors and as may be permitted by law.
- (3) Each share of the Common Stock shall entitle the holder thereof to one vote, in person or by proxy, at any and all meetings of the stockholders of the corporation on all propositions before such meetings and on all elections of Directors of the corporation.

#### ARTICLE 5

The number of directors of the corporation shall be fixed by the bylaws and may be altered from time to time as may be provided therein, but in no event shall the number of directors of the corporation be less than three.

#### ARTICLE 6

The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation.

Section 1. The Board of Directors is expressly authorized to make, alter, amend, or repeal the bylaws of the corporation and to adopt new bylaws.

Section 2. The stockholders and directors shall have power to hold their meetings as the bylaws so provide, and keep books, documents and papers of the corporation, outside of the State of Delaware, except as otherwise required by the laws of Delaware.

Section 3. The corporation reserves the right to amend, alter or repeal any provision contained in its Certificate of Incorporation in the manner now or hereafter prescribed by the Statutes of Delaware, and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.

#### ARTICLE 7

Section 1. Elimination of Certain Liability of Directors. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Delaware General Corporation Law hereafter is amended to further eliminate or limit the liability of a director, then a director of the corporation, in addition to the circumstances in which a director is not personally liable as set

forth in the preceding paragraph, shall not be liable to the fullest extent permitted by the amended Delaware General Corporation Law.

Any repeal or modification of the foregoing two paragraphs by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Section 2. Indemnification and Insurance.

(a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or is or was serving (at such time as such person is or was a director or officer of the corporation) at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph (b) hereof with respect to proceedings to enforce rights to indemnification, the corporation shall indemnify any such indemnitee seeking indemnification in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the corporation

the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter "advances"); provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such indemnitee, to repay all advances if it shall ultimately be determined by final judicial decision that such indemnitee is not entitled to be indemnified under this Section or otherwise. The corporation may, by action of its Board of Directors or by action of any person to whom the Board of Directors has delegated such authority, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) Right of Claimant to Bring Suit. If a claim under paragraph (a) of this Section is not paid in full by the corporation within thirty days after a written claim has been received by the corporation, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the corporation to recover advances, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such claim. In any action brought by the indemnitee to enforce a right hereunder (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the corporation) it shall be a defense that, and in any action brought by the corporation to recover advances the corporation shall be entitled to recover such advances if, the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the indemnitee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall be a defense to an action brought by the indemnitee or create a presumption that the indemnitee has not met the applicable standard of conduct. In

any action brought by the indemnitee to enforce a right hereunder or by the corporation to recover payments by the corporation of advances, the burden of proof shall be on the corporation.

(c) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) Insurance. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

IN WITNESS WHEREOF, Motorola, Inc. has caused this Restated Certificate of Incorporation to be signed by David W. Hickie, its Senior Vice President, and attested by A. Peter Lawson, its Assistant Secretary, this 5th day of May, 1987.

MOTOROLA, INC.

By:

David W. Hickie  
Senior Vice President



ATTEST:

By:

A. Peter Lawson  
Assistant Secretary

130124009

CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS  
OF JUNIOR PARTICIPATING PREFERRED STOCK, SERIES A

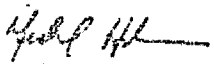
of

MOTOROLA, INC.

10 AM FILED

MAY 4 1990

Pursuant to Section 151 of the Corporation Law  
of the State of Delaware

  
SECRETARY OF STATE

We, A. Peter Lawson, Corporate Vice President, and Victor R. Kopidlansky, Assistant Secretary, of Motorola, Inc., a corporation organized and existing under the Corporation Law of the State of Delaware, in accordance with the provisions of Section 151 thereof, DO HEREBY CERTIFY:

That pursuant to the authority conferred upon the Board of Directors by the Certificate of Incorporation of the said Corporation, the said Board of Directors on November 9, 1988, adopted the following resolution creating a series of one hundred and fifty thousand (150,000) shares of Preferred Stock designated as Junior Participating Preferred Stock, Series A:

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation in accordance with the provisions of its Certificate of Incorporation a series of Preferred Stock of the Corporation be, and it hereby is, created, and that the designation and amount thereof and the voting powers, preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof are as follows:

Section 1. Designation and Amount. The shares of such series shall be designated as "Junior Participating Preferred Stock, Series A" (the "Series A Preferred Stock") and the number of shares constituting such series shall be 150,000.

Section 2. Dividends and Distributions.

(A) Subject to the prior and superior rights of the holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of Series A Preferred Stock with respect to dividends, the holders of shares of Series A Preferred Stock, in preference to the holders of Common Stock, \$3 par value per share, of the Corporation (the "Common Stock") and of any other junior stock, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the fifteenth day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first

issuance of a share or fraction of a share of Series A Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$250 or (b) subject to the provision for adjustment hereinafter set forth, 1000 times the aggregate per share amount of all cash dividends, and 1000 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Preferred Stock. In the event the Corporation shall at any time on or after November 9, 1988 declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision of combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series A Preferred Stock as provided in paragraph (A) of this Section immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$250 per share on the Series A Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A Preferred Stock, unless the date of issue of such

shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series A preferred Stock shall entitle the holder thereof to 1000 votes on all matters submitted to a vote of the stockholders of the Corporation. In the event the Corporation shall at any time on or after November 9, 1988 declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided herein or by law, the holders of shares of Series A Preferred Stock

and the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(C) Except as set forth herein, holders of Series A Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

**Section 4. Certain Restrictions.**

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends on, or make any other distributions on, any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except dividends paid ratably on the Series A Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Preferred Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series A Preferred Stock, or any shares of stock ranking on a parity with the Series A Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of preferred stock and may be reissued as part of a new series of preferred stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

Section 6. Liquidation, Dissolution or Winding Up. Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (1) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received \$1000 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, provided that the holders of shares of Series A Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1000 times the aggregate amount to be distributed per share to holders of Common Stock, or (2) to the holders of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except distributions made ratably on the Series A Preferred Stock and all other such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. In the event the Corpo-

ration shall at any time on or after November 9, 1988 declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under the proviso in clause (1) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of Series A Preferred Stock then outstanding shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 1000 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time on or after November 9, 1988 declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 8. No Redemption. The shares of Series A Preferred Stock shall not be redeemable.

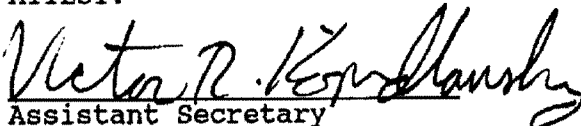
Section 9. Amendment. The Certificate of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Preferred Stock so as to affect them adversely without the affirmative vote of the holders of two-thirds of the outstanding shares of Series A Preferred Stock, voting together as a single class.

M-7701.BLP

IN WITNESS WHEREOF, we have executed and subscribed  
this Certificate and do affirm the foregoing as true under the  
penalties of perjury as of the 27<sup>th</sup> day of April, 1990.

  
\_\_\_\_\_  
Corporate Vice President

ATTEST:

  
\_\_\_\_\_  
Assistant Secretary

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
MOTOROLA, INC.**

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:30 PM 05/10/1993  
931270113 - 789650

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MOTOROLA, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, at a meeting duly called and held on February 2, 1993, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that this Board of Directors hereby declares advisable, and proposes to the stockholders and recommends that they adopt, an amendment to the first paragraph of Article 4 of the Restated Certificate of Incorporation of the Company to increase the number of authorized shares of Common Stock, \$3 par value, of the Company from 300 million shares to 700 million shares; that such proposed amendment be submitted to a vote by the stockholders at the 1993 annual meeting of stockholders; and that such proposed amendment be included in the proxy statement for the 1993 annual meeting of stockholders and the associated notices, proxy and voting instruction form.

SECOND: That thereafter pursuant to the resolution of its Board of Directors the annual meeting of the stockholders of such corporation was duly called and held on May 4, 1993, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting a majority of the outstanding shares of Common Stock of the Company, the only class entitled to vote thereon, voted in favor of the amendment.

THIRD: That the first paragraph of Article 4 of the Restated Certificate of Incorporation is therefore amended to read as follows:

The number of shares which the corporation shall have authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

05. 10. 93 04:08PM \*MOT. CORP. LAW DEPT. P03

<u>Class</u>	<u>Series (if any)</u>	<u>Number of Shares</u>	<u>Par Value Per Share or Statement that Shares Are Without Par Value</u>
Preferred	To be issued in series	500,000	\$100
Common	None	700,000,000	\$3

FOURTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Motorola, Inc. has caused this certificate to be signed by A. Peter Lawson, its Corporate Vice President and attested by James K. Markey, its Assistant Secretary, this 5th day May 1993.

MOTOROLA, INC.

By: *A. Peter Lawson*  
Corporate Vice President

ATTEST:

By: *James K. Markey*  
Assistant Secretary

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
MOTOROLA, INC.**

\* \* \* \* \*

**MOTOROLA, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:**

**FIRST: That the Board of Directors of the Company, at a meeting duly called and held on February 1, 1994, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:**

**RESOLVED, that this Board of Directors hereby declares advisable, and proposes to the stockholders of the Company and recommends that they adopt, an amendment to the first paragraph of Article 4 of the Company's Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock, \$3 par value, of the Company from 700,000,000 shares to 1,400,000,000 shares; and declares that such proposed amendment be submitted to a vote by the stockholders at the 1994 Annual Meeting of Stockholders and that such proposed amendment be included in the board of directors' proxy statement of the 1994 Annual Meeting of Stockholders and the associated notices, proxy and voting instruction form.**

**SECOND: That thereafter pursuant to the resolution of its Board of Directors the annual meeting of the stockholders of such corporation was duly called and held on May 3, 1994, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting a majority of the outstanding shares of Common Stock of the Company, the only class entitled to vote thereon, voted in favor of the amendment.**

**THIRD:** That the first paragraph of Article 4 of the Restated Certificate of Incorporation is therefore amended to read as follows:

The number of shares which the corporation shall have authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

<u>Class</u>	<u>Series (if Any)</u>	<u>Number of Shares</u>	<u>Par Value Per Share or Statement that Shares Are Without Par Value</u>
Preferred	To be issued in series	500,000	\$100
Common	None	1,400,000,000	\$3

**FOURTH:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Motorola, Inc. has caused this certificate to be signed by A. Peter Lawson, its Corporate Vice President and attested by James K. Markey, its Assistant Secretary, this 5th day May 1994.

MOTOROLA, INC.

By: *Peter Lawson*  
Corporate Vice President

ATTEST:

By: *James K Markey*  
Assistant Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER**

OF

**EMTEK HEALTH CARE SYSTEMS, INC.**  
(An Arizona corporation)

WITH AND INTO

**MOTOROLA, INC.**  
(A Delaware corporation)

\*\*\*\*\*

In accordance with Section 253  
of the General Corporation Law of  
the State of Delaware

\*\*\*\*\*

Motorola, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

**FIRST:** The Corporation is the owner of at least 90% of the issued and outstanding shares of capital stock of EMTEK Health Care Systems, Inc., an Arizona corporation (the "Subsidiary").

**SECOND:** A copy of the resolutions duly adopted by the Board of Directors of the Corporation at a meeting duly called and held on February 6, 1996 to approve the merger of the Subsidiary with and into the Corporation (the "Merger") are attached hereto as Exhibit A.

**THIRD:** Anything herein or elsewhere to the contrary notwithstanding, this Merger may be amended or terminated and abandoned by the Boards of Directors of the Corporation at any time prior to the date of filing the Certificate of Ownership and Merger with the Secretary of State of Delaware.

**FOURTH:** The merger shall be effective upon filing with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger of the constituent corporations, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly have hereunto signed this Certificate of Ownership and Merger as of the 25th day of April, 1996.

MOTOROLA, INC.

By: A. Peter Lawson  
A. Peter Lawson  
Senior Vice President and General Counsel

ATTEST:

By: Linda Valentine  
Linda Valentine  
Assistant Secretary



**PLAN OF MERGER  
OF  
EMTEK HEALTH CARE SYSTEMS, INC.  
INTO  
MOTOROLA, INC.**

The PLAN OF MERGER (the "Plan") by and between Motorola, Inc., a corporation organized and existing under the laws of the State of Delaware ("MOTOROLA" or the "Surviving Corporation") with its greater than 90%-owned subsidiary, EMTEK Health Care Systems, Inc., a corporation organized and existing under the laws of the State of Arizona ("EMTEK") is set forth below. MOTOROLA and EMTEK are sometimes collectively referred to herein as the "Constituent Corporations" and individually referred to herein as a "Constituent Corporation".

**ARTICLE 1**

**MERGER AND NAME OF SURVIVING CORPORATION** -

1.1 EMTEK shall be merged with and into MOTOROLA in accordance with Section 253 of the Delaware General Corporation Law ("DGCL") and Section 10-1104 of the Arizona Business Corporation Act ("ABCA").

1.2 The Plan shall be incorporated by reference into the certificate of ownership and merger which shall be executed by the President or any Vice President and attested to by the Secretary or any Assistant Secretary of MOTOROLA and shall be delivered to the Secretary of State of Delaware for filing and shall be incorporated by reference into the articles of merger which shall be executed by the President or any Vice President and attested to by the Secretary or any Assistant Secretary and shall be delivered to the Secretary of State of Arizona for filing, all in accordance with the applicable provisions of Delaware law and Arizona law, respectively, and the officers and directors of each Constituent Corporation shall take all other actions necessary to make the Plan effective. The "Effective Time" of the merger shall be at the time at which the aforesaid filings are completed; the date of the Effective Time is referred to herein as the "Effective Date".

1.3 On and after the Effective Date of the proposed merger:

(a) MOTOROLA shall be the surviving corporation, and shall continue to exist as a Delaware corporation with all rights and obligations of such surviving corporation as provided by the DGCL and shall continue to be governed by the Restated Certificate of Incorporation, as amended, and Bylaws of MOTOROLA (as may be amended, supplemented or restated from time to time in accordance with the terms thereof); and

(b) EMTEK, as a Constituent Corporation, shall cease to exist, and its assets, powers, properties, rights, privileges and franchises shall become the



2.2 At the Effective Time, the owners of EMTEK Common shall cease to have any rights as shareholders of EMTEK Common. As soon as practicable after the Effective Time (subject to any owner of EMTEK Common electing to exercise the Appraisal Rights).

(a) MOTOROLA shall mail a stock power, together with a corresponding spousal consent (collectively referred to as a "Stock Power") to each EMTEK shareholder (other than the Surviving Corporation);

(b) EMTEK shall cause any certificate or certificates for issued and outstanding shares of EMTEK Common on deposit with EMTEK to be surrendered to MOTOROLA or its agent; and

(c) each EMTEK shareholder (other than the Surviving Corporation) shall deliver a duly executed Stock Power to MOTOROLA or its agent and shall be entitled to receive in exchange therefor a certificate representing the whole number of shares of MOTOROLA Common into which such holder's shares of EMTEK Common have been converted by the Merger together with a check payable to such EMTEK shareholder in lieu of any fractional share.

Delivery of a Stock Power to MOTOROLA by any EMTEK shareholder pursuant to clauses (b) and (c) above shall be deemed to be delivery of the underlying shares of EMTEK Common in full satisfaction of all rights pertaining to such shares, subject only to any such EMTEK shareholder exercising the Appraisal Rights.

2.3 As of the Effective Time, each option (each, an "EMTEK Option") granted pursuant to the EMTEK Equity Participation Plan of 1986, as amended (the "Plan"), shall be assumed by the Surviving Corporation and shall remain outstanding as a fully exercisable option for that number of shares of MOTOROLA Common (rounded to the nearest whole number) equal to (x) the number of shares of EMTEK Common subject to such EMTEK Option immediately prior to the Effective Time multiplied by (y) the Conversion Ratio, until such EMTEK Option terminates or expires in accordance with the terms of the Plan. The "Conversion Ratio" is determined by dividing \$7.98 by the Fair Market Value of MOTOROLA Common on the Effective Date of the Merger. The "Fair Market Value" of a share of MOTOROLA Common shall mean the average of the high and low prices of MOTOROLA Common on the New York Stock Exchange Composite Tape on the Effective Date. The terms and conditions upon which each assumed EMTEK Option may be exercised shall be the same as those set forth in the instrument presently evidencing such EMTEK Option, except that (i) the shares purchasable thereunder shall be shares of MOTOROLA Common determined as aforesaid, (ii) the option exercise price per share shall be adjusted to the dollar amount per share obtained by multiplying the option exercise price per share in effect under the EMTEK Option immediately prior to the Effective Time by a fraction equal to the inverse of the Conversion Ratio, and (iii) all references to EMTEK shall be references to MOTOROLA. The shares of MOTOROLA Common issuable under each assumed EMTEK Option shall be registered with the Securities Exchange

Commission on an appropriate form of registration statement which shall be kept effective until such time as all the assumed EMTEK Options shall have either been fully exercised or shall have terminated or expired. No share of MOTOROLA Common issued under the assumed EMTEK Options shall be subject to any repurchase rights or forfeiture provision.

### ARTICLE 3

#### ABANDONMENT OF THE PLAN

Notwithstanding any of the provisions of the Plan, (a) the MOTOROLA Board, at any time prior to the Effective Date and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the transactions contemplated by the Plan and the Plan shall be cancelled and become null and void and (b) pursuant to DGCL Section 251(d), made applicable by DGCL Section 253, the MOTOROLA Board may amend the Plan at any time.

IN WITNESS WHEREOF, MOTOROLA, pursuant to the authority duly given by the MOTOROLA Board, has caused this Plan to be executed in its corporate name by its respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, as of the 25<sup>th</sup> day of April, 1996.

MOTOROLA, INC.

By: A. P. Keller

Its: Senior Vice President  
and General Counsel

ATTEST:

By: Linda Valentine

Its: Assistant Secretary



CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
MOTOROLA INDONESIA DEVELOPMENT, INC.  
INTO  
MOTOROLA, INC.

Motorola, Inc., a corporation organized and existing under the laws of Delaware,  
DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the ninth day of March, 1973,  
pursuant to Section 253 of the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of each class  
of the stock of Motorola Indonesia Development, Inc., a corporation incorporated on the  
18th day of January, 1996, pursuant to Section<sup>253</sup> of the General Corporation Law of  
the State of Delaware

THIRD: That this corporation, by the following resolutions of its Board of  
directors, duly adopted at a meeting held on the 6<sup>th</sup> day of May, 1998, determined to and  
did merge into itself said Motorola Indonesia Development, Inc.

WHEREAS, Motorola Indonesia Development, Inc., Network Ventures Telecom  
Mexico, Inc., Motorola Energy Systems, Inc., Motorola AIEG Holding, Inc.,  
Motorola Caribe Pacifico Ltd., Motorola RFID, Inc., Info Enterprises, Inc., and  
Contemporary Group, Inc., each a Delaware corporation, are wholly-owned  
subsidiaries of Motorola, Inc. (collectively, the "Wholly-Owned Subsidiaries").

WHEREAS, Motorola, Inc. desires to end the separate corporate existence of each  
of the Wholly-Owned Subsidiaries and to merge each of the Wholly-Owned  
Subsidiaries with and into itself;

NOW, THEREFORE BE IT RESOLVED, that, effective upon the filing of a  
Certificate of Ownership and Merger with the Secretary of State of Delaware,  
Motorola, Inc. shall merge each of the Wholly-Owned Subsidiaries with and into  
itself and assume all of their liabilities and obligations; and

FURTHER RESOLVED, that the proper officer or officers of Motorola, Inc. be,  
and each hereby is, directed to make and execute a Certificate of Ownership and  
Merger setting forth a copy of these resolutions in order to merge each of the  
Wholly-Owned Subsidiaries into Motorola, Inc., and to cause the same to be filed  
with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the proper officer or officers of Motorola, Inc. are hereby authorized, from time to time, to do or cause to be done all acts and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of Motorola, Inc. or its subsidiaries, whether within or without the State of Delaware, all arrangements, agreements, certificates, consents, filings, instruments and other documents as such officer shall deem necessary or advisable in furtherance of, or to carry out the intent and effectuate the purposes of, the foregoing resolutions.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Motorola, Inc., at any time prior to the date of filing with the Secretary of State.

IN WITNESS WHEREOF, said Motorola, Inc., has caused this Certificate to be signed by Linda Valentine, its Corporate Vice President.

By Linda Valentine  
Linda Valentine  
Corporate Vice President

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
INFO ENTERPRISES, INC.  
INTO  
MOTOROLA, INC.

Motorola, Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the ninth day of March, 1973, pursuant to Section 253 of the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of each class of the stock of Info Enterprises, Inc., a corporation incorporated on the 23<sup>rd</sup> day of October, 1992, pursuant to Section 253 of the General Corporation Law of the State of Delaware

THIRD: That this corporation, by the following resolutions of its Board of directors, duly adopted at a meeting held on the 6<sup>th</sup> day of May, 1998, determined to and did merge into itself said Info Enterprises, Inc.:

WHEREAS, Motorola Indonesia Development, Inc., Network Ventures Telecom Mexico, Inc., Motorola Energy Systems, Inc., Motorola AIEG Holding, Inc., Motorola Caribe Pacifico Ltd., Motorola RFID, Inc., Info Enterprises, Inc., and Contemporary Group, Inc., each a Delaware corporation, are wholly-owned subsidiaries of Motorola, Inc. (collectively, the "Wholly-Owned Subsidiaries").

WHEREAS, Motorola, Inc. desires to end the separate corporate existence of each of the Wholly-Owned Subsidiaries and to merge each of the Wholly-Owned Subsidiaries with and into itself;

NOW, THEREFORE BE IT RESOLVED, that, effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware, Motorola, Inc. shall merge each of the Wholly-Owned Subsidiaries with and into itself and assume all of their liabilities and obligations; and

FURTHER RESOLVED, that the proper officer or officers of Motorola, Inc. be, and each hereby is, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions in order to merge each of the Wholly-Owned Subsidiaries into Motorola, Inc., and to cause the same to be filed with the Secretary of State of Delaware; and

**FURTHER RESOLVED**, that the proper officer or officers of Motorola, Inc. are hereby authorized, from time to time, to do or cause to be done all acts and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of Motorola, Inc. or its subsidiaries, whether within or without the State of Delaware, all arrangements, agreements, certificates, consents, filings, instruments and other documents as such officer shall deem necessary or advisable in furtherance of, or to carry out the intent and effectuate the purposes of, the foregoing resolutions.

**FOURTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Motorola, Inc., at any time prior to the date of filing with the Secretary of State.

**IN WITNESS WHEREOF**, said Motorola, Inc., has caused this Certificate to be signed by Linda Valentine, its Corporate Vice President.

By Linda Valentine  
Linda Valentine  
Corporate Vice President

AUG-24-1998 07:37

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STATE OF DELAWARE  
~~SECRETARY OF STATE~~ 07/12  
DIVISION OF CORPORATIONS  
FILED 09:02 AM 08/24/1998  
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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
MOTOROLA AIEG HOLDING, INC.  
INTO  
MOTOROLA, INC.**

Motorola, Inc., a corporation organized and existing under the laws of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the ninth day of March, 1973, pursuant to Section<sup>253</sup> of the General Corporation Law of the State of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares of each class of the stock of Motorola AIEG Holding, Inc., a corporation incorporated on the 22nd day of February, 1993, pursuant to Section 253 of the General Corporation Law of the State of Delaware

**THIRD:** That this corporation, by the following resolutions of its Board of directors, duly adopted at a meeting held on the 6<sup>th</sup> day of May, 1998, determined to and did merge into itself said Motorola AIEG Holding, Inc.:

WHEREAS, Motorola Indonesia Development, Inc., Network Ventures Telecom Mexico, Inc., Motorola Energy Systems, Inc., Motorola AIEG Holding, Inc., Motorola Caribe Pacifico Ltd., Motorola RFID, Inc., Info Enterprises, Inc., and Contemporary Group, Inc., each a Delaware corporation, are wholly-owned subsidiaries of Motorola, Inc. (collectively, the "Wholly-Owned Subsidiaries").

WHEREAS, Motorola, Inc. desires to end the separate corporate existence of each of the Wholly-Owned Subsidiaries and to merge each of the Wholly-Owned Subsidiaries with and into itself;

NOW, THEREFORE BE IT RESOLVED, that, effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware, Motorola, Inc. shall merge each of the Wholly-Owned Subsidiaries with and into itself and assume all of their liabilities and obligations; and

FURTHER RESOLVED, that the proper officer or officers of Motorola, Inc. be, and each hereby is, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions in order to merge each of the Wholly-Owned Subsidiaries into Motorola, Inc., and to cause the same to be filed with the Secretary of State of Delaware; and

**FURTHER RESOLVED**, that the proper officer or officers of Motorola, Inc. are hereby authorized, from time to time, to do or cause to be done all acts and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of Motorola, Inc. or its subsidiaries, whether within or without the State of Delaware, all arrangements, agreements, certificates, consents, filings, instruments and other documents as such officer shall deem necessary or advisable in furtherance of, or to carry out the intent and effectuate the purposes of, the foregoing resolutions.

**FOURTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Motorola, Inc., at any time prior to the date of filing with the Secretary of State.

**IN WITNESS WHEREOF**, said Motorola, Inc., has caused this Certificate to be signed by Linda Valentine, its Corporate Vice President.

By Linda Valentine  
Linda Valentine  
Corporate Vice President

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
MOTOROLA CARIBE PACIFICO LTD.  
INTO  
MOTOROLA, INC.

Motorola, Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the ninth day of March, 1973, pursuant to Section 253 of the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of each class of the stock of Motorola Caribe Pacifico Ltd., a corporation incorporated on the 26th day of January, 1995, pursuant to Section 253 of the General Corporation Law of the State of Delaware

THIRD: That this corporation, by the following resolutions of its Board of directors, duly adopted at a meeting held on the 6<sup>th</sup> day of May, 1998, determined to and did merge into itself said Motorola Caribe Pacifico Ltd.:

WHEREAS, Motorola Indonesia Development, Inc., Network Ventures Telecom Mexico, Inc., Motorola Energy Systems, Inc., Motorola AIEG Holding, Inc., Motorola Caribe Pacifico Ltd., Motorola RFID, Inc., Info Enterprises, Inc., and Contemporary Group, Inc., each a Delaware corporation, are wholly-owned subsidiaries of Motorola, Inc. (collectively, the "Wholly-Owned Subsidiaries").

WHEREAS, Motorola, Inc. desires to end the separate corporate existence of each of the Wholly-Owned Subsidiaries and to merge each of the Wholly-Owned Subsidiaries with and into itself;

NOW, THEREFORE BE IT RESOLVED, that, effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware, Motorola, Inc. shall merge each of the Wholly-Owned Subsidiaries with and into itself and assume all of their liabilities and obligations; and

FURTHER RESOLVED, that the proper officer or officers of Motorola, Inc. be, and each hereby is, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions in order to merge each of the Wholly-Owned Subsidiaries into Motorola, Inc., and to cause the same to be filed with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the proper officer or officers of Motorola, Inc. are hereby authorized, from time to time, to do or cause to be done all acts and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of Motorola, Inc. or its subsidiaries, whether within or without the State of Delaware, all arrangements, agreements, certificates, consents, filings, instruments and other documents as such officer shall deem necessary or advisable in furtherance of, or to carry out the intent and effectuate the purposes of, the foregoing resolutions.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Motorola, Inc., at any time prior to the date of filing with the Secretary of State.

IN WITNESS WHEREOF, said Motorola, Inc., has caused this Certificate to be signed by Linda Valentine, its Corporate Vice President.

By Linda Valentine  
Linda Valentine  
Corporate Vice President

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
MOTOROLA RFID, INC.  
INTO  
MOTOROLA, INC.**

Motorola, Inc., a corporation organized and existing under the laws of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the ninth day of March, 1973, pursuant to Section 253 of the General Corporation Law of the State of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares of each class of the stock of Motorola RFID, Inc., a corporation incorporated on the sixth day of August, 1993, pursuant to Section 253 of the General Corporation Law of the State of Delaware

**THIRD:** That this corporation, by the following resolutions of its Board of directors, duly adopted at a meeting held on the 6<sup>th</sup> day of May, 1998, determined to and did merge into itself said Motorola RFID, Inc.

WHEREAS, Motorola Indonesia Development, Inc., Network Ventures Telecom Mexico, Inc., Motorola Energy Systems, Inc., Motorola AIEG Holding, Inc., Motorola Caribe Pacifico Ltd., Motorola RFID, Inc., Info Enterprises, Inc., and Contemporary Group, Inc., each a Delaware corporation, are wholly-owned subsidiaries of Motorola, Inc. (collectively, the "Wholly-Owned Subsidiaries").

WHEREAS, Motorola, Inc. desires to end the separate corporate existence of each of the Wholly-Owned Subsidiaries and to merge each of the Wholly-Owned Subsidiaries with and into itself;

NOW, THEREFORE BE IT RESOLVED, that, effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware, Motorola, Inc. shall merge each of the Wholly-Owned Subsidiaries with and into itself and assume all of their liabilities and obligations; and

FURTHER RESOLVED, that the proper officer or officers of Motorola, Inc. be, and each hereby is, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions in order to merge each of the Wholly-Owned Subsidiaries into Motorola, Inc., and to cause the same to be filed with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the proper officer or officers of Motorola, Inc. are hereby authorized, from time to time, to do or cause to be done all acts and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of Motorola, Inc. or its subsidiaries, whether within or without the State of Delaware, all arrangements, agreements, certificates, consents, filings, instruments and other documents as such officer shall deem necessary or advisable in furtherance of, or to carry out the intent and effectuate the purposes of, the foregoing resolutions.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Motorola, Inc., at any time prior to the date of filing with the Secretary of State.

IN WITNESS WHEREOF, said Motorola, Inc., has caused this Certificate to be signed by Linda Valentine, its Corporate Vice President.

By Linda Valentine  
Linda Valentine  
Corporate Vice President

**CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS  
OF JUNIOR PARTICIPATING PREFERRED STOCK, SERIES B  
OF  
MOTOROLA, INC.**

Pursuant to Section 151 of the Corporation Law  
of the State of Delaware

Motorola, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, in accordance with the provisions of Section 151 thereof, DOES HEREBY CERTIFY:

That pursuant to the authority conferred upon the Board of Directors by the Certificate of Incorporation of the Corporation, the Board of Directors on November 5, 1998, adopted the following resolution creating a series of two hundred and fifty thousand (250,000) shares of Preferred Stock designated as Junior Participating Preferred Stock, Series B:

RESOLVED, that pursuant to the authority vested in the Board of Directors by ARTICLE FOUR of the Certificate of Incorporation and out of the Preferred Stock authorized therein, the Board hereby authorizes that a series of Preferred Stock of the Corporation be, and it hereby is, created and approved for issuance in accordance with the Rights Agreement dated as of November 5, 1998, between the Corporation and Harris Trust and Savings Bank, and that the designation and amount thereof and the voting powers, preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof be, and hereby are, as follows:

Section 1. Designation and Amount. The shares of such series shall be designated as "Junior Participating Preferred Stock, Series B" (the "Series B Preferred Stock") and the number of shares constituting such series shall be 250,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series B Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Corporation convertible into Series B Preferred Stock.

Section 2. Dividends and Distributions.

(A) Subject to the prior and superior rights of the holders of any outstanding shares of any series of Preferred Stock ranking prior and superior to the shares of Series B Preferred Stock with respect to dividends, the holders of shares of Series B Preferred Stock, in preference to the holders of Common Stock and of any other junior stock, shall be entitled to receive, when, as and if declared by the Board

of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the fifteenth day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series B Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$250.00 or (b) the Adjustment Number (as defined below) times the aggregate per share amount of all cash dividends, and the Adjustment Number times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series B Preferred Stock. The "Adjustment Number" shall initially be 10,000. In the event the Corporation shall at any time after November 5, 1998 (i) declare or pay any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock into a greater number of shares or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the Adjustment Number in effect immediately prior to such event shall be adjusted by multiplying such Adjustment Number by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series B Preferred Stock as provided in paragraph (A) of this Section immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$250.00 per share on the Series B Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series B Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series B Preferred Stock, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series B Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of

Series B Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series B Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 30 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series B Preferred Stock shall have the following voting rights:

(A) Each share of Series B Preferred Stock shall entitle the holder thereof to a number of votes equal to the Adjustment Number (as adjusted from time to time pursuant to Section 2(A) hereof) on all matters submitted to a vote of the stockholders of the Corporation.

(B) Except as otherwise provided herein, by law or in the Certificate of Incorporation or By-Laws, the holders of shares of Series B Preferred Stock and the holders of shares of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(i) If at any time dividends on any Series B Preferred Stock shall be in arrears in an amount equal to six quarterly dividends thereon, the occurrence of such contingency shall mark the beginning of a period (herein called a "default period") that shall extend until such time when all accrued and unpaid dividends for all previous quarterly dividend periods and for the current quarterly period on all shares of Series B Preferred Stock then outstanding shall have been declared and paid or set apart for payment. During each default period, (1) the number of Directors shall be increased by two, effective as of the time of election of such Directors as herein provided, and (2) the holders of Series B Preferred Stock and the holders of other Preferred Stock upon which these or like voting rights have been conferred and are exercisable (the "Voting Preferred Stock") with dividends in arrears equal to six quarterly dividends thereon, voting as a class, irrespective of series, shall have the right to elect such two Directors.

(ii) During any default period, such voting right of the holders of Series B Preferred Stock may be exercised initially at a special meeting called pursuant to subparagraph (iii) of this Section 3(C) or at any annual meeting of stockholders, and thereafter at annual meetings of stockholders, provided that such voting right shall not be exercised unless the holders of at least one-third in number of the shares of Voting Preferred Stock outstanding shall be present in person or by proxy. The absence of a quorum of the holders of Common Stock shall not affect the exercise by the holders of Voting Preferred Stock of such voting right.

(iii) Unless the holders of Voting Preferred Stock shall, during an existing default period, have previously exercised their right to elect Directors, the Board of Directors may order, or any stockholder or stockholders owning in the aggregate not less than 10% of the total number of shares of Voting Preferred Stock outstanding, irrespective of series, may request, the calling of a special meeting of the holders of Voting Preferred Stock, which meeting shall thereupon be called by the Chairman of the Board, the President, an Executive Vice President, a Vice President or the Secretary of the Corporation. Notice of such meeting and of any annual meeting at which holders of Voting Preferred Stock are entitled to vote pursuant to this paragraph (C)(iii) shall be given to each holder of record of Voting Preferred Stock by mailing a copy of such notice to him at his last address as the same appears on the books of the Corporation. Such meeting shall be called for a time not earlier than 10 days and not later than 60 days after such order or request or, in default of the calling of such meeting within 60 days after such order or request, such meeting may be called on similar notice by any stockholder or stockholders owning in the aggregate not less than 10% of the total number of shares of Voting Preferred Stock outstanding. Notwithstanding the provisions of this paragraph (C)(iii), no such special meeting shall be called during the period within 60 days immediately preceding the date fixed for the next annual meeting of the stockholders.

(iv) In any default period, after the holders of Voting Preferred Stock shall have exercised their right to elect Directors voting as a class, (x) the Directors so elected by the holders of Voting Preferred Stock shall continue in office until their successors shall have been elected by such holders or until the expiration of the default period, and (y) any vacancy in the Board of Directors may be filled by vote of a majority of the remaining Directors theretofore elected by the holders of the class or classes of stock which elected the Director whose office shall have become vacant. References in this paragraph (C) to Directors elected by the holders of a particular class or classes of stock shall include Directors elected by such Directors to fill vacancies as provided in clause (y) of the foregoing sentence.

(v) Immediately upon the expiration of a default period, (x) the right of the holders of Voting Preferred Stock as a class to elect Directors shall cease, (y) the term of any Directors elected by the holders of Voting Preferred Stock as a class shall terminate and (z) the number of Directors shall be such number as may be provided for in the Certificate of Incorporation or By-Laws irrespective of any increase made pursuant to the provisions of paragraph (C) of this Section 3 (such number being subject, however, to change thereafter in any manner provided by law or in the Certificate of Incorporation or By-Laws). Any vacancies in the Board of Directors effected by the provisions of clauses (y) and (z) in the preceding sentence may be filled by a majority of the remaining Directors.

(C) Except as set forth herein, holders of Series B Preferred Stock shall have no special voting rights and their consent shall not be required (except to the

extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

Section 4. Certain Restrictions

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series B Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series B Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends on, or make any other distributions on, any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series B Preferred Stock;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series B Preferred Stock, except dividends paid ratably on the Series B Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series B Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series B Preferred Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series B Preferred Stock, or any shares of stock ranking on a parity with the Series B Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

**Section 5. Reacquired Shares.** Any shares of Series B Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of preferred stock and may be reissued as part of a new series of preferred stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein, in the Certificate of Incorporation or By-laws or otherwise required by law.

**Section 6. Liquidation, Dissolution or Winding Up.** Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (A) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series B Preferred Stock unless, prior thereto, the holders of shares of Series B Preferred Stock shall have received the greater of (i) \$1,000 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, and (ii) an aggregate amount per share, equal to the Adjustment Number (as adjusted from time to time pursuant to Section 2(A) hereof) times the aggregate amount to be distributed per share to holders of Common Stock, or (B) to the holders of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series B Preferred Stock, except distributions made ratably on the Series B Preferred Stock and all other such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.

**Section 7. Consolidation, Merger, etc.** In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of Series B Preferred Stock then outstanding shall at the same time be similarly exchanged or changed in an amount per share equal to the Adjustment Number (as adjusted from time to time pursuant to Section 2(A) hereof) times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged.

**Section 8. No Redemption.** The shares of Series B Preferred Stock shall not be redeemable.

**Section 9. Amendment.** The Certificate of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Series B Preferred Stock so as to affect them adversely without the affirmative vote of the holders of two-thirds of the outstanding shares of Series B Preferred Stock, if any, voting together as a single class. At any time when there are no shares of Series B Preferred Stock outstanding, the number, designation, preferences and rights of the Series B Preferred Stock as set forth in this Certificate of Designation may be amended by the Board of Directors in the manner provided in Section 151(g) of the Delaware General Corporation Law.

**IN WITNESS WHEREOF, I have executed and subscribed this Certificate and do affirm the foregoing as true under the penalties of perjury as of the 5<sup>th</sup> day of November, 1998.**

**/s/ A. Peter Lawson**

**A. Peter Lawson**

**Executive Vice President, General Counsel  
and Secretary**

CERTIFICATE ELIMINATING REFERENCE TO A SERIES  
OF SHARES OF STOCK FROM THE  
CERTIFICATE OF INCORPORATION

OF

MOTOROLA, INC.

(Pursuant to Section 151(g) of the Delaware General Corporation Law)

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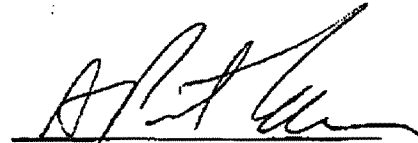
Motorola, Inc. (hereinafter called the "corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is Motorola, Inc.
2. The designation of the Series of shares of stock of the corporation to which this certificate relates is Series A Preferred Stock, \$100.00 par value per share (the "Series A Preferred Stock").
3. The voting powers, designations, preferences, and the relative, participating, optional, or other rights, and the qualifications, limitations, and restrictions of the said Series A Preferred Stock were provided for in a resolution adopted by the Board of Directors of the corporation pursuant to authority expressly vested in it by the provisions of the certificate of incorporation of the corporation. A certificate setting forth the said resolution has been heretofore filed with the Secretary of State of the State of Delaware pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware.
4. The Board of Directors of the corporation has adopted the following resolution:

RESOLVED, that no shares of the Company's Junior Participating Preferred Stock, Series A, par value \$100 (the "Series A Preferred Stock") are outstanding and none will be issued.

FURTHER RESOLVED, that, subsequent to the Record Date, the proper officers be, and hereby are, authorized to execute and deliver a Certificate of Elimination in the name and on behalf of the Company under its corporate seal or otherwise, which shall have the effect when filed in the State of Delaware of eliminating from the Company's Certificate of Incorporation all reference to the Series A Preferred Stock.

Executed on this 23<sup>rd</sup> day of November, 1998.



A. Peter Lawson  
Executive Vice President,  
General Counsel and Secretary

CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
MOTOROLA, INC.

MOTOROLA, INC., a corporation organized and existing under and by virtue of the General Corporation Law of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, at a meeting duly called and held on February 29, 2000, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the Company:

RESOLVED, that an amendment of the first paragraph of Article 4 of the Company's Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of Common Stock, \$3 par value, of the Company from 1,400,000,000 shares to 4,200,000,000 shares is hereby approved (subject to stockholder approval) and that such proposed amendment be submitted to a vote by the stockholders at the 2000 Annual Meeting of Stockholders; and the Board of Directors recommends the approval of the amendment to the Company's Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of Common Stock from 1,400,000,000 shares to 4,200,000,000 shares.

SECOND: That thereafter, pursuant to the resolution of the Board of Directors, the annual meeting of the Stockholders of the Company was duly called and held on May 1, 2000, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting a majority of the outstanding shares of Common Stock of the Company, the only class entitled to vote thereon, voted in favor of the amendment.

THIRD: That the first paragraph of Article 4 of the Restated Certificate of Incorporation is therefore amended to read as follows:


The number of shares which the corporation shall have authority to issue, itemized by classes, par value of shares, and series, if any within a class, is:

<u>Class</u>	<u>Series (if any)</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Preferred	To be issued in series	500,000	\$100
Common	None	4,200,000,000	\$3


**FOURTH:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** the Company has caused this certificate to be signed by A. Peter Lawson, its Executive Vice President, General Counsel and Secretary, and attested by Jeffrey A. Brown, its Assistant Secretary, this 3rd day of May, 2000.

Motorola, Inc.

By:   
A. Peter Lawson,  
Executive Vice President,  
General Counsel and Secretary

Attest

By:   
Jeffrey A. Brown,  
Assistant Secretary

CERTIFICATE OF OWNERSHIP AND MERGER  
MERRING  
MOTOROLA INTERNATIONAL DEVELOPMENT CORPORATION  
INTO  
MOTOROLA, INC.

Motorola, Inc. ("Motorola"), a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Motorola owns all of the outstanding shares of the stock of Motorola International Development Corporation, a close corporation organized and existing under the laws of Delaware.

SECOND: That Motorola, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 3rd day of May, 2000, determined to merge Motorola International Development Corporation into itself:

WHEREAS, Motorola International Development Corporation, a Delaware close corporation (the "Wholly-Owned Subsidiary"), is a wholly-owned subsidiary of Motorola, Inc.; and

WHEREAS, Motorola, Inc. desires to end the separate corporate existence of the Wholly-Owned Subsidiary and to merge the Wholly-Owned Subsidiary with and into itself;

NOW, THEREFORE BE IT RESOLVED, that, effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware, Motorola, Inc. shall merge the Wholly-Owned Subsidiary with and into itself and assume all of its liabilities and obligations; and

FURTHER RESOLVED, that the proper officer or officers of Motorola, Inc. be, and each hereby is, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions in order to merge the Wholly-Owned Subsidiary into Motorola, Inc., and to cause the same to be filed with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the proper officer or officers of Motorola, Inc. are hereby authorized, from time to time, to do or cause to be done all acts and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of Motorola, Inc. or its subsidiaries, whether within or without the State of Delaware, all arrangements, agreements, certificates, consents, filings, instruments and other documents as such officer shall deem necessary or advisable in furtherance of, or to carry out the intent and effectuate the purposes of, the foregoing resolutions.

THIRD: The effective date of this document shall be December 29, 2000.

IN WITNESS WHEREOF, said Motorola has caused this Certificate to be signed by Carol Forsyte, its Vice President, Corporate and Securities, and Assistant Secretary, this 15th day of December, 2000.

MOTOROLA, INC.

By: Carol Forsyte  
Carol Forsyte  
Vice President, Corporate and Securities,  
and Assistant Secretary